

Exhibit A

**DECLARATION OF RODERICK M. THOMPSON IN SUPPORT OF
VISA USA INC.'S OPPOSITION TO DEFENDANT
MARITZ INC.'S REQUEST FOR DISCOVERY**

Transcript of Voicemail Received from (636) 827-4290 at 11:50 A.M., on July 5, 2007

Rod, my name's Steve Gallant. I'm associate general counsel at Maritz, and I am calling you as directed by Elizabeth Buse or Boos (I'm sorry, I don't know) of VISA to talk about dispute resolution procedures.

It is ten to twelve your time on Thursday. If there's any way we could chat today, that would be terrific as I am out tomorrow, totally inaccessible, and traveling on Monday. My number is (636) 827-4290. Thanks. Bye.

Exhibit B

**DECLARATION OF RODERICK M. THOMPSON IN SUPPORT OF
VISA USA INC.'S OPPOSITION TO DEFENDANT
MARITZ INC.'S REQUEST FOR DISCOVERY**

Transcript of Voicemail Received from (636) 827-4290 at 12:39 P.M., on July 10, 2007

Rod, Steve Gallant. How are you?

I got your letter, I just signed it. I will PDF it back to you, and I understand we're looking at a date, July 23, 24th and 25th. My preference is going to be the 24th; 23rd is my first day back from vacation, 25th I have a series of meetings that I cannot get out of.

Give me a call if you have any questions, (636) 827-4290. Thank you.

Exhibit C

**DECLARATION OF RODERICK M. THOMPSON IN SUPPORT OF
VISA USA INC.'S OPPOSITION TO DEFENDANT
MARITZ INC.'S REQUEST FOR DISCOVERY**

RODERICK M. THOMPSON
rthompson@rbm.com
D 415.954.4445

July 24, 2007

Via E-Mail

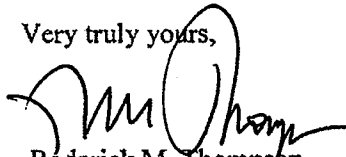
Steven M. Gallant
Associate General Counsel
Maritz Inc.
1375 N. Highway Dr.
Fenton, MO 63099

Re: Master Services Agreement dated April 17, 2006 (the "Agreement") between
Visa U.S.A. Inc. and Maritz Inc., d/b/a Maritz Loyalty Marketing


Dear Steve:

This confirms our telephone discussion of today. Our clients agree that the direct business negotiations, which will today by teleconference, are the beginning of the mediation process so that both sides will have the confidentiality protections of California Evidence Code section 1115 *et seq.* Please have this letter counter-signed and emailed (or faxed) back to me. Thank you

Very truly yours,


Roderick M. Thompson

SO AGREED.

By: 
On behalf of Maritz Inc.

Dated: July 24, 2007

RMT:avd
cc: Jonathan Lemberg
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